

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**NOTICE OF APPEARANCE AND REQUEST FOR NOTICE**

**PLEASE TAKE NOTICE** that pursuant to Rules 2002, 3017(a), 9007, and 9010 of the Federal Rules of Bankruptcy Procedure and Rule 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the law firms of Akin Gump Strauss Hauer & Feld LLP and Ashby & Geddes, P.A. (hereafter, “Proposed Special Counsel”) hereby enter their appearance in the above-captioned cases as proposed special counsel on behalf, and at the sole direction, of Michael J. Wartell, in his capacity as independent director (the “Independent Director”) and sole member of the conflicts committee of each board of directors

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

of the Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. (collectively, the “Retaining Debtors” and together with their debtor affiliates in the above-captioned cases, the “Debtors”). Proposed Special Counsel hereby respectfully request that copies of any and all notices, papers, and orders filed or entered in these cases be given to and served via email upon the following proposed counsel:

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**PLEASE TAKE FURTHER NOTICE** that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the rules specified above but also includes, without limitation, orders and notices regarding any application, motion, petition, response, objection, plan, disclosure statement, contested matter, pleading, stipulation, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, electronically or otherwise, which affects or pertains to the Debtors or the property of the Debtors or the bankruptcy estates.

**PLEASE TAKE FURTHER NOTICE** that neither this notice and request nor any later appearance, claim, pleading, or other filing shall waive any rights of the Independent Director to (1) have final orders in non-core matters entered only after *de novo* review by a United States District Court, (2) trial by jury in any proceeding so triable in these cases or in any case, controversy, or proceeding related to these cases, (3) have the United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other rights, claims, actions, defenses, remedies, setoffs, or recoupments to which the Independent Director is or may be entitled under the Bankruptcy Code or any order entered by the Bankruptcy Court, under other applicable law, or otherwise in equity, all of which rights, claims, actions, defenses, remedies, setoffs, and recoupments expressly are hereby reserved.

Respectfully submitted,

Dated: January 9, 2025  
Wilmington, Delaware

**ASHBY & GEDDES, P.A.**

/s/ Michael D. DeBaecke  
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-and-

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*Proposed Special Counsel on behalf, and at the sole direction, of Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors*